

STATE OF SOUTH CAROLINA

(Caption of Case)

Petition for approval to transfer of all of Progress Telecom, LLC's South Carolina operations, including Progress Telecom's assets and customers in South Carolina, to Level Three Communications, LLC ("Level Three"), and to Cancel Progress Telecom's Certificate of Public Convenience and Necessity.

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

DOCKET
NUMBER: 2008 - 372 - C

(Please type or print)

Submitted by: John J. Pringle, Jr.

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NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition

☒ Request for item to be placed on Commission's Agenda expeditiously

☐ Other:

INDUSTRY (Check one)	NATURE OF ACTION (Check all that apply)		
<input type="checkbox"/> Electric	<input type="checkbox"/> Affidavit	<input type="checkbox"/> Letter	<input type="checkbox"/> Request
<input type="checkbox"/> Electric/Gas	<input type="checkbox"/> Agreement	<input type="checkbox"/> Memorandum	<input type="checkbox"/> Request for Certification
<input type="checkbox"/> Electric/Telecommunications	<input type="checkbox"/> Answer	<input type="checkbox"/> Motion	<input type="checkbox"/> Request for Investigation
<input type="checkbox"/> Electric/Water	<input type="checkbox"/> Appellate Review	<input type="checkbox"/> Objection	<input type="checkbox"/> Resale Agreement
<input type="checkbox"/> Electric/Water/Telecom.	<input type="checkbox"/> Application	<input type="checkbox"/> Petition	<input type="checkbox"/> Resale Amendment
<input type="checkbox"/> Electric/Water/Sewer	<input type="checkbox"/> Brief	<input type="checkbox"/> Petition for Reconsideration	<input type="checkbox"/> Reservation Letter
<input type="checkbox"/> Gas	<input type="checkbox"/> Certificate	<input type="checkbox"/> Petition for Rulemaking	<input type="checkbox"/> Response
<input type="checkbox"/> Railroad	<input type="checkbox"/> Comments	<input type="checkbox"/> Petition for Rule to Show Cause	<input type="checkbox"/> Response to Discovery
<input type="checkbox"/> Sewer	<input type="checkbox"/> Complaint	<input type="checkbox"/> Petition to Intervene	<input type="checkbox"/> Return to Petition
<input checked="" type="checkbox"/> Telecommunications	<input type="checkbox"/> Consent Order	<input type="checkbox"/> Petition to Intervene Out of Time	<input type="checkbox"/> Stipulation
<input type="checkbox"/> Transportation	<input type="checkbox"/> Discovery	<input checked="" type="checkbox"/> Prefiled Testimony	<input type="checkbox"/> Subpoena
<input type="checkbox"/> Water	<input type="checkbox"/> Exhibit	<input type="checkbox"/> Promotion	<input type="checkbox"/> Tariff
<input type="checkbox"/> Water/Sewer	<input type="checkbox"/> Expedited Consideration	<input type="checkbox"/> Proposed Order	<input type="checkbox"/> Other: _____
<input type="checkbox"/> Administrative Matter	<input type="checkbox"/> Interconnection Agreement	<input type="checkbox"/> Protest	
<input type="checkbox"/> Other: _____	<input type="checkbox"/> Interconnection Amendment	<input type="checkbox"/> Publisher's Affidavit	
	<input type="checkbox"/> Late-Filed Exhibit	<input type="checkbox"/> Report	

Print Form

Reset Form

ELLIS:LAWHORNE

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November 6, 2008

FILED ELECTRONICALLY

The Honorable Charles L.A. Terreni
Chief Clerk
South Carolina Public Service Commission
Post Office Drawer 11649
Columbia, South Carolina 29211

RE: Petition for approval to transfer of all of Progress Telecom, LLC's South Carolina operations, including Progress Telecom's assets and customers in South Carolina, to Level Three Communications, LLC ("Level Three"), and to Cancel Progress Telecom's Certificate of Public Convenience and Necessity
Docket No. 2008-372-C, Our ELS No. 1272-11617

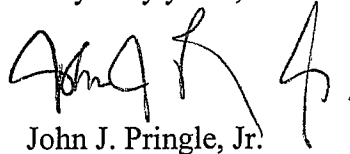
Dear Mr. Terreni:

Enclosed is the **Verified Prefiled Testimony of William P. Hunt, III**, filed by Progress Telecom, LLC in the above-referenced docket.

Applicants waive their right to a formal hearing in this matter and the return date has passed without intervention. Subject to the ORS' concurrence (or non-objection), please have this item listed on the agenda for next scheduled weekly meeting.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,



John J. Pringle, Jr.

JJP/cr

cc: C. Lessie Hammonds, Esquire [via electronic mail service]
Greg Diamond, Esquire [via electronic mail service]

Enclosures

BEFORE THE PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

In Re: Petition of Progress Telecom LLC
for Cancellation of Progress Telecom LLC's
Certificate of Public Convenience and Necessity

Docket No. 2008-372-C

PREFILED TESTIMONY OF WILLIAM P. HUNT, III

I, William P Hunt, III, testify in support of the petition of Progress Telecom LLC ("Progress") for cancellation of its certificate of public convenience and necessity.

1 **Q. Please state your full name, business address, and position.**

2 **A. My name is William P. Hunt, III. My business address is 1025 Eldorado Boulevard,**
3 **Broomfield, Colorado 80021. I am Vice President, Public Policy for Level 3 Communications,**
4 **LLC ("Level 3 LLC"), the parent company of Progress.**

5 **Q. Please describe your professional experience and educational background.**

6 **A. As Vice President for Public Policy with Level 3 LLC, I am responsible for regulatory**
7 **advocacy and compliance in North America and Europe. Prior to joining Level 3 in February**
8 **1999, I was with MCI Communications Corporation in Washington, D.C. I joined MCI in 1994**
9 **and joined the state regulatory group in Denver in March 1996. I have a juris doctor from**
10 **Western New England College School of Law and a Bachelor's of Journalism degree from the**
11 **University of Missouri.**

12 **Q. What is the purpose of your testimony?**

13 **A. My testimony supports the petition of Progress to transfer its operations, including its**
14 **assets and customers, to Level 3 LLC and to cancel its certificate of public convenience and**
15 **necessity ("CPCN").**

1 **Q. Please describe Progress’s corporate structure.**

2 **A.** Progress is a direct, wholly owned subsidiary of Level 3 LLC, a Delaware corporation.
3 Level 3 LLC and Progress are both indirect wholly owned subsidiaries of Level 3
4 Communications, Inc. (“Level 3”), a publicly traded Delaware corporation. Progress is a
5 facilities-based telecommunications company with authority to provide intrastate local exchange
6 and exchange access telephone service in South Carolina.¹ Level 3 LLC is a facilities-based
7 telecommunications company that has authority to provide competitive intrastate local exchange
8 services and intraexchange services in South Carolina.²

9 **Q. Please describe why Petitioner desires to transfer its assets and customers and**
10 **cancel its CPCN.**

11 **A.** Level 3 is integrating the networks and systems of its various subsidiaries, including
12 Progress. As a result, the independent existence of many of Level 3 LLC’s certificated
13 subsidiaries has become *pro forma*. In order to streamline the business and operations of Level 3
14 LLC’s operating companies, Progress will be merged into Level 3 LLC. Progress’s South
15 Carolina customers will then become Level 3 LLC customers. As a consequence, Progress no
16 longer needs its CPCN.

17 **Q. What types of services does Progress provide in South Carolina?**

18 **A.** Progress provides private line and collocation services to carrier and enterprise
19 customers in South Carolina.

20 **Q. Will the transfer and cancellation of Progress’s CPCN adversely impact its**
21 **customers?**

¹ Progress’s CPCN was issued on July 1, 2002 in Dckt. No. P-1175, SUB 0.

² Level 3 LLC’s CPCN was issued on November 2, 1998 in Docket No. 98-353-C – Order No. 98-855.

1 **A.** No. Customers will receive their existing services over the same facilities and at the
2 same rates, terms and conditions that they have prior to the transfer. The bills Progress
3 customers receive prominently identify Progress as a Level 3 company and, as such, the transfer
4 will not cause customer confusion. Immediately following the transfer, the two customers will
5 continue to receive service under the same billing system and the proposed transfer will not
6 involve any interruption or discontinuation of service or customer terminations.

7 **Q.** **Will Progress customers receive notice of the transfer?**

8 **A.** Yes. Level 3 LLC will provide advance written notice to the affected customers at least
9 thirty (30) days prior to the transfer to ensure a seamless transition and to avoid customer
10 confusion or inconvenience. A copy of the notification letter is attached as Exhibit A.

11 **Q.** **Is the transfer and cancellation of the Progress CPCN in the public interest?**

12 **A.** Yes. Cancellation of the CPCN and the transfer of customers will be transparent to both
13 customers and will have no adverse impact. Progress customers will be notified of the change
14 and will receive the same services at the same rates, terms and conditions. Level 3 LLC will file
15 amended tariffs to include both all grandfathered legacy Progress services and all regulated
16 legacy Progress services that will be marketed by Level 3 LLC. The customers transferred from
17 Progress to Level 3 LLC will not experience any change in their telecommunications services.
18 The only change will be their new provider. In addition, by surrendering the certificate, Level 3
19 LLC will eliminate confusion among customers and regulators concerning who is providing
20 services in South Carolina. In addition, Level 3 LLC will benefit by streamlining its reporting
21 obligations in South Carolina.

22 **Q.** **Does this conclude your testimony?**

23 **A.** Yes.
24

Exhibit A

Progress/Level 3 Logos

Date

**IMPORTANT NOTICE REGARDING YOUR SERVICES FROM PROGRESS
TELECOM**

Dear Progress Telecom Customer:

Level 3 Communications, LLC ("Level 3") became the parent company of Progress Telecom in 2006. We are now pleased to announce that the services you receive from Progress Telecom will now be provided by Level 3. As an existing customer, the only change you will see will be a change in the name of your provider from Progress Telecom to Level 3. Otherwise, your services will remain with the Level 3 family of companies.

You will continue to use the same services you currently do and, of course, there will be no fees or charges to you in connection with this transfer and there will be no disruption in service. As a Level 3 customer, you will continue to receive services at the same rates, terms and conditions specified in your existing contract with Progress Telecom or, if applicable, filed and/or posted tariffs and/or price lists.

Level 3 anticipates the date of the transfer will be _____, 2008, provided any necessary regulatory approvals have been obtained; and, at that time, the name of your service provider will become Level 3.

If you have any questions about the transfer or about Level 3 in general, please visit www.level3.com or call 800-____-____. For all questions regarding billing, repairs, service needs or complaints, please contact Level 3 at 800-____-____.

We look forward to continuing to provide service to you.

Cordially,

Level 3 Communications

VERIFICATION

STATE OF COLORADO §
 §
CITY OF BROOMFIELD §

I, William P Hunt, III , first duly sworn, on my oath and in my capacity as Vice President for Public Policy of Level 3 Communications, LLC, state that I am authorized to provide Testimony on behalf of Level 3 Communications, LLC and Progress Telecom LLC, and have knowledge of the matters stated in this Testimony, and that said matters are true and correct to the best of my knowledge and belief.

Name: William P. Hunt, III
Title: Vice President for Public Policy
Level 3 Communications, LLC

William P. Hunt III
Signature

Subscribed and sworn to (or affirmed) before me
this 5th day of November, 2008

William P. Hunt, III, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

WITNESS my hand and official seal.

My Commission Expires: 10-11-2010

Teresa Montoya
Notary Public

